

HAY, WITTENBURG, DAVIS, CALDWELL & BALE, L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW
ONE EAST TWOHIG - THIRD FLOOR - ZIP 76903
P. O. BOX 271 - ZIP 76902-0271
SAN ANGELO, TEXAS

JOHN A. HAY, JR.
CHARLES J. WITTENBURG
WM. KEITH DAVIS
CYNTHIA O'BRYANT CALDWELL
LARRY W. BALE

TELEPHONE (325) 658-2728
FAX (325) 655-2278

PLEASE REFER TO
OUR FILE NO.:

May 29, 2008

5642

Hand-Delivered
Ms. Elizabeth McGill
Tom Green County Clerk
124 W. Beauregard
San Angelo, TX 76903

Re: Certificate of Resolutions

Dear Ms. McGill:

The Tom Green County Public Facility Corporation has entered into a Certificate of Resolutions wherein there are various authorized signatories to sign checks on behalf of the Tom Green County Public Facility Corporation. The authorized signatories include Dianna M. Spieker, the Tom Green County Treasurer, Frank W. Rose, President of the Tom Green County Public Facility Corporation, Billy J. Hollis, Vice-President of Tom Green County Public Facility Corporation, and Fred M. Key, Secretary/Treasurer of Tom Green County Public Facility Corporation. In light of the actions of the Tom Green County Public Facility Corporation, I believe that this Certificate of Resolutions needs to be filed with the Tom Green County Commissioners Court minutes. Upon its recordation, you may forward the original to Dianna Spieker for her maintaining as the custodian of records for Tom Green County.

Sincerely,



Wm. Keith Davis

WKD:law
Enclosure

cc: Honorable Michael D. Brown
Tom Green County Judge
122 W. Harris
San Angelo, TX 76903
(w/encl)

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cc: Ms. Dianna M. Spieker
Tom Green County Treasurer
112 W. Beauregard
San Angelo, TX 76903
(w/encl)

Mr. Nathan Craddock
Tom Green County Auditor
112 W. Beauregard
San Angelo, TX 76903
(w/encl)

Mr. Frank W. Rose
Smith, Rose, Finley, Harp & Price
P.O. Box 2540
San Angelo, TX 76902
(w/encl)

Mr. Billy J. Hollis
302 S. Monroe
San Angelo, TX 76901
(w/encl)

Mr. Fred M. Key
2824 Sherwood Way
San Angelo, TX 76901
(w/encl)

Certificate of Resolutions

Date: May 23, 2008

Corporation: TOM GREEN COUNTY PUBLIC FACILITY CORPORATION

Date of Adoption: May 19, 2008

The undersigned secretary of the Corporation certifies the following facts:

1. The Corporation is organized and operating under the laws of Texas, is qualified to do business in Texas, and is in good standing.
2. No proceeding for forfeiture of the certificate of formation of the Corporation or for voluntary or involuntary dissolution of the Corporation is pending.
3. Neither the certificate of formation nor the bylaws of the Corporation limit the power of the board of directors to pass the resolutions below.
4. The undersigned is authorized to make and sign this certificate.
5. The undersigned keeps the records and minutes of the proceedings of the board of directors of the Corporation, and the resolutions below are an accurate reproduction of the ones made in those proceedings. They have not been amended, modified, or rescinded and are now in full force and effect.
6. The resolutions below were duly adopted on the Date of Adoption. The meeting of the board of directors was called and held in accordance with law and the bylaws of the Corporation, and a quorum was present.

RESOLVED, that the Tom Green County Public Facility Corporation loan the amount of \$4,155,072.00 to Tom Green County Library Foundation for the construction of the Tom Green County public library. The loan will be evidenced by a Promissory Note and will be secured by a second lien Deed of Trust, Security Agreement, Assignment of Rents and Leases and Financing Statement covering the following described property:

The leasehold estate in that certain tract of land commonly known as 33 West Beauregard, San Angelo, Texas, which is more particularly described on Exhibit "A" attached hereto and incorporated herein by reference.

RESOLVED FURTHER, that any one of the following officers of the Tom Green County Public Facility Corporation: Frank W. Rose, President, Billy J. Hollis, Vice-President or Fred M. Key, Secretary, are authorized to enter into and execute agreements, contracts, bonds, mortgages, promissory notes, deeds of trust, loan agreements, fund loan agreements, forbearance agreements, subordination agreements, and any other documents necessary to complete the transactions outlined in the National Development Council, New Market Tax Credits program between Tom Green County Public Facility Corporation and other entities outlined in the National Development Council New Market Tax Credits program, as it relates to the construction of the Tom Green County public library. The attest of the corporate Secretary or any other officer shall not be required on any of the documents.

RESOLVED FURTHER, that Tom Green County Public Facility Corporation establish a bank account with Wells Fargo Bank, that any of the officers listed above are authorized to execute a banking resolution, and that Tom Green County is authorized to act as fiscal agent on the bank account to handle check writing and other accounting duties as needed on behalf of the Tom Green County Public Facility Corporation. The bank account shall require two (2) signatures of any of the authorized signatories named below.

RESOLVED FURTHER, that Tom Green County is authorized to maintain the books and handle all bookkeeping duties on behalf of Tom Green County Public Facility Corporation and that the Tom Green County auditor is authorized to audit the books and records of Tom Green County Public Facility Corporation.

Authorized signatories to sign checks on behalf of the Tom Green County Public Facility Corporation:

Dianna M. Spieker, Tom Green County Treasurer

Frank W. Rose, President of Tom Green County
Public Facility Corporation

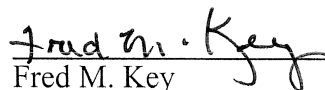
Billy J. Hollis, Vice-President of Tom Green County
Public Facility Corporation

Fred M. Key, Secretary/Treasurer of Tom Green
County Public Facility Corporation

7. Set forth below is a list of the names and titles of the individuals who are currently serving as officers of the Corporation:

Frank W. Rose
Billy J. Hollis
Fred M. Key

President
Vice-President
Secretary/Treasurer



Fred M. Key
Secretary of TOM GREEN COUNTY PUBLIC
FACILITY CORPORATION

STATE OF TEXAS)

COUNTY OF TOM GREEN)

This instrument was acknowledged before me on May 23, 2008, by Fred M. Key, as the Secretary of TOM GREEN COUNTY PUBLIC FACILITY CORPORATION, a Texas non-profit corporation, on behalf of said corporation.




Notary Public, State of Texas

EXHIBIT "A"

FIELD NOTES

25,500 Square Feet

May 29, 2007
07-A-0947n

Being an area of 25,500.00 square feet of land out of and a part of Lots 14, 15, 16 and 17, Block 8, Main Part of the City of San Angelo, Tom Green County, Texas as per plat recorded in Volume B, Page 271, Deed Records of Tom Green County, Texas and said 25,500.00 square feet tract being more particularly described by metes and bounds as follows;

Beginning at a 60d nail found for the northwest corner of this tract and said Lot 16 and also being the intersection of the east line of Irving Street and the south line of Beauregard Avenue;

Thence with the north line of this tract, said Lot 16 and 17 and the south line of said Beauregard Avenue, N. $69^{\circ} 33' 13''$ E. at 100.00 feet pass the common corner of said Lot 16 and 17, in all a total distance of 125.00 feet to a 60d nail found for the north northeast corner of this tract;

Thence with an easterly line of this tract and across said Lot 17 and 14, S. $20^{\circ} 26' 47''$ E. 120.00 feet to a 60d nail found for an ell corner of this tract;

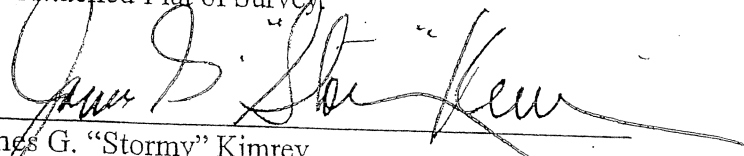
Thence N. $69^{\circ} 33' 13''$ E. 25.00 feet to a $\frac{1}{2}$ " iron pipe found for the east northeast corner of this tract;

Thence with the most easterly line of this tract, S. $20^{\circ} 26' 47''$ E. 70.00 feet to a $\frac{1}{2}$ " iron pipe found for the southeast corner of this tract;

Thence with the south line of this tract, S. $69^{\circ} 33' 13''$ W. at 50.00 feet pass the common line of said Lot 14 and 15, in all a total distance of 150.00 feet to a 60d nail found for the southwest corner of this tract;

Thence with the west line of this tract and said Lot 15 and 16 and the east line of said Irving Street, N. $20^{\circ} 26' 47''$ W. at 90.00 feet pass the common corner of said Lot 15 and 16, in all a total distance of 190.00 feet to the place of beginning and containing an area of 25,500.00 square feet of land.

See Attached Plat of Survey


James G. "Stormy" Kimrey
Registered Professional Land Surveyor No. 2319

